

**OSTER
Researching Services**

12897 Colonial Dr. • Mt. Airy, Md. 21771
Phone: 301-253-6040
Fax: 301-253-6040*

April 29, 2003

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

24423-A
RECORDED & INDEXED

APR 29 03 11:48 AM

SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 4/8/03 including the following parties and railroad equipment:

Assignor: Midwest Railcar Corporation
9876 213th Avenue NW
Elk River, MN 55330

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, #700
Minneapolis, MN 55402

Equipment: 15, 6007 cf Woodchip Gondolas
MWCX 100233-100247

Please record this agreement as a secondary document to STB Recordation # _____.
The filing fee of \$30 is enclosed.

Summary: Memorandum of Assignment Agreement dated 4/8/03 between Midwest Railcar Corporation as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including 15 Gondolas, MWCX 100233-100247.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures

MEMORANDUM OF
ASSIGNMENT AGREEMENT

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 8th day of April, 2003, by and between Midwest Railcar Corporation, an Illinois corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain Rider #2 to Full Service Lease Agreement dated January 31, 2003, between Assignor, as Lessor and Blaine Larsen Farms, Inc., as Lessee for the Fifteen (15) Woodchip Gondola railcars bearing the railroad reporting markings set forth on Schedule A hereto.
2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of April 8, 2003

Midwest Railcar Corporation
(Assignor)

By: *[Signature]*
Its: * President BCC

Wells Fargo Equipment Finance, Inc.
(Assignee)

By: *[Signature]*
Its: Contract Admin

24423-A
RECORDED

APR 29 '03 10:48 AM

SURFACE TRANSPORTATION BOARD

**SCHEDULE A TO
MEMORANDUM OF ASSIGNMENT AGREEMENT
DATED AS OF APRIL 8, 2003**

Fifteen (15) 6007 c.f. 100-ton Woodchip Gondolas with A/B end doors, built in 1969; AAR Car Type Code E500 with the following Markings:

**MWCX100233
MWCX100234
MWCX100235
MWCX100236
MWCX100237
MWCX100238
MWCX100239
MWCX100240
MWCX100241
MWCX100242
MWCX100243
MWCX100244
MWCX100245
MWCX100246
MWCX100247**

STATE OF Minnesota
COUNTY OF Shelburne

On this 15 day of April, 2003, before me, a Notary Public of the City and State aforesaid, personally appeared Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President & CEO of Midwest Railcar Corporation, an IL corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



[Signature]
Notary Public

My commission expires: 1-31-05

STATE OF Minnesota
COUNTY OF Hennepin

On this 23 day of April, 2003, before me a Notary Public of the City and State aforesaid, personally appeared Conne Longhi to me personally known who being by me duly sworn, says that (he/she) is a Contract Admin of Wells Fargo Eq Fin Inc, that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

[Signature]
Notary Public

My commission expires: 1-31-2005

